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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 29, 1999

RECORDATION NO. 22409-A FILED

SEP 30 '99

10-00AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule No. 9 to Master Railcar Lease Agreement, dated as of September 29, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 22409.

The names and addresses of the parties to the enclosed document are:

Lessor: Allfirst Bank (formerly known as
The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21202

Lessee: Bombardier Capital Rail Inc.
(formerly known as NorRail, Inc.)
6900 Wedgwood Road, Suite 120
Maple Grove, Minnesota 55311

A description of the railroad equipment covered by the enclosed document is:

thirty-two (32) covered hopper railcars bearing NRLX reporting marks
and road numbers set forth on Exhibit A attached to Schedule No. 9

Mr. Vernon A. Williams
September 29, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 22409-A FILED

SEP 30 '99

10-00AM

ALLFIRST BANK

**MEMORANDUM OF SCHEDULE NO. 9 TO MASTER RAILCAR
LEASE AGREEMENT**

dated as of September 29, 1999

between

**ALLFIRST BANK (formerly known as
THE FIRST NATIONAL BANK OF MARYLAND),**

as Lessor

and

**BOMBARDIER CAPITAL RAIL INC.
(formerly known as NORRAIL, INC.),**

as Lessee

SEP 30 '99

10-00AM

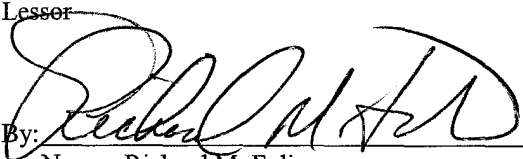
MEMORANDUM OF SCHEDULE NO. 9 TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE NO. 9 TO MASTER RAILCAR LEASE AGREEMENT is made and entered into as of September 29, 1999 by and between ALLFIRST BANK (formerly known as THE FIRST NATIONAL BANK OF MARYLAND), a Maryland banking corporation ("Lessor"), and BOMBARDIER CAPITAL RAIL INC. (formerly known as NORRAIL, INC.), a Minnesota corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule No. 9 dated September 29, 1999 between Lessor and Lessee to the Master Railcar Lease Agreement dated as of September 30, 1997 between Lessor and Lessee (collectively, the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule No. 9.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule No. 9 to Railcar Lease Agreement to be executed as of the date first above written.

ALLFIRST BANK (formerly known as
THE FIRST NATIONAL BANK OF MARYLAND),
Lessor

By: 

Name: Richard M. Folio
Title: Vice President

BOMBARDIER CAPITAL RAIL INC.
(formerly known as NORRAIL, INC.), Lessee

By: _____
Name:
Title:

By: _____
Name:
Title:

MEMORANDUM OF SCHEDULE NO. 9 TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE NO. 9 TO MASTER RAILCAR LEASE AGREEMENT is made and entered into as of September 29, 1999 by and between ALLFIRST BANK (formerly known as THE FIRST NATIONAL BANK OF MARYLAND), a Maryland banking corporation ("Lessor"), and BOMBARDIER CAPITAL RAIL INC. (formerly known as NORRAIL, INC.), a Minnesota corporation ("Lessee"), with reference to the following:

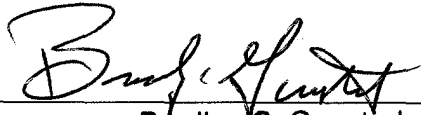
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule No. 9 dated September 29, 1999 between Lessor and Lessee to the Master Railcar Lease Agreement dated as of September 30, 1997 between Lessor and Lessee (collectively, the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule No. 9.


IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule No. 9 to Railcar Lease Agreement to be executed as of the date first above written.

ALLFIRST BANK (formerly known as
THE FIRST NATIONAL BANK OF MARYLAND),
Lessor

By: _____
Name: Richard M. Folio
Title: Vice President

BOMBARDIER CAPITAL RAIL INC.
(formerly known as NORRAIL, INC.), Lessee

By:  _____
Name: Bradley C. Gunstad
Title: Vice President & General Counsel

By:  _____
Name: Jim Robertson
Title: Vice President, Manager

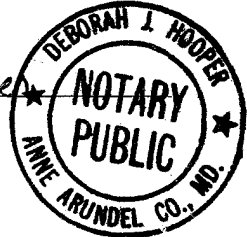
STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 27th day of September, 1999 before me appeared, Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of ALLFIRST BANK (formerly known as THE FIRST NATIONAL BANK OF MARYLAND), a Maryland banking corporation, that said instrument was signed on September 27th, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Notary Public

Deborah J. Hooper



My commission expires: 7/1/02

STATE OF _____, CITY OF _____, TO WIT:

On this ____ day of September, 1999 before me appeared, _____, to me personally known, who being by me duly sworn, says that he is a _____, of BOMBARDIER CAPITAL RAIL INC. (formerly known as NorRail, Inc.), a Minnesota corporation, that said instrument was signed and sealed on September __, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Notary Public

My commission expires:

STATE OF _____, CITY OF _____, TO WIT:

On this ____ day of September, 1999 before me appeared, _____, to me personally known, who being by me duly sworn, says that he is a _____, of BOMBARDIER CAPITAL RAIL INC. (formerly known as NorRail, Inc.), a Minnesota corporation, that said instrument was signed and sealed on September __, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Notary Public

My commission expires:

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this ____ day of September, 1999 before me appeared, Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of ALLFIRST BANK (formerly known as THE FIRST NATIONAL BANK OF MARYLAND), a Maryland banking corporation, that said instrument was signed on September __, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

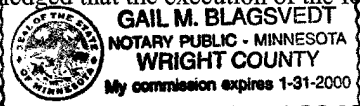
[Notarial Seal]

Notary Public

My commission expires:

STATE OF MN, CITY OF Maple Grove TO WIT:

On this 27 day of September, 1999 before me appeared Bradley C. Gustafson and personally known, who being by me duly sworn, says that he is a V.P. Gen. Counsel BOMBARDIER CAPITAL RAIL INC. (formerly known as NorRail, Inc.), a Minnesota corporation, that said instrument was signed and sealed on September 27, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



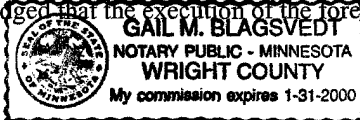
[Notarial Seal]

Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000

STATE OF MN, CITY OF Maple Grove TO WIT:

On this 27 day of September, 1999 before me appeared James Robertson and personally known, who being by me duly sworn, says that he is a V.P. Gen. Mgr. BOMBARDIER CAPITAL RAIL INC. (formerly known as NorRail, Inc.), a Minnesota corporation, that said instrument was signed and sealed on September 27, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000

DESCRIPTION OF RAILCARS

Thirty-two (32) 110-ton, pressure differential covered hopper railcars built new in 1999 by Trinity Industries and bearing the following reporting marks and numbers:

RAILCAR

NRLX056271
NRLX056274
NRLX056288
NRLX056307
NRLX056308
NRLX056317
NRLX056322
NRLX056327
NRLX056331
NRLX056341
NRLX056346
NRLX056349
NRLX056353
NRLX056354
NRLX056355
NRLX056368
NRLX056371
NRLX056373
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NRLX056391
NRLX056393